

RECORDATION NO. 29662-A FILED

OCT 31 '12 -4 09 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

October 26, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated September 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary Recordation Number 29662.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018 USA

Lessee: CGC Inc.
350 Burnhamthorpe Road, West
Suite 500
Mississauga, ON L5B 3J1 CANADA

A description of the railroad equipment covered by the enclosed document is for one (1) hopper car marked FURX 892021.

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(CGIN007)

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ASSGN. NO. CGIN007

JUNIOR TRANSPORTATION BOARD

MEMORANDUM OF LEASE - RIDER NO. 4

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of 1 September, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CGC Inc. ("Lessee"), a New Brunswick corporation.

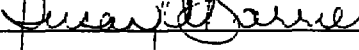
WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of July 28, 2010 (the "Agreement"), as assigned, and Rider No. 4 thereto dated as of 1 September, 2012 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation)

LESSOR:

FIRST UNION RAIL CORPORATION

Name Susan A. BarrieTitle Regional Vice-President - SalesSignature **LESSEE:**

CGC INC.

Name: JAMES McEWENTitle: VP FINANCE & SUPPLY CHAINSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

| | |
|--------------------|--|
| NUMBER OF CARS | One (1) |
| DESCRIPTION OF CAR | Pressure differential covered hopper cars. AAR Car Type C612 |
| CAR NUMBER | FURX 892021 |